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SURFACE TRANSPORTATION BOARD

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July 9, 2010

Via E-Filing

Chief
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Sir or Madam:

Enclosed for electronic filing and recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Partial Termination and Release of Security Interest dated as of July 7, 2010 (the "Partial Termination") by Bank of America, N.A., as successor by merger to LaSalle Bank National Association ("Secured Party"), releasing the Secured Party's interests in one locomotive identified on Schedule 1 thereto, which Partial Termination is a secondary document as defined in the Surface Transportation Board's ("STB") Rules for the Recordation of Documents. The enclosed Partial Termination relates to:

- that certain Memorandum of Loan and Security Agreement (the "Memorandum") dated as of March 20, 2008 between LaSalle Bank National Association ("LaSalle Bank"), and East Penn Railroad, LLC ("East Penn"), which was recorded with the STB on March 24, 2008 and assigned recordation number 27419, which Memorandum is a primary document as defined in the STB's Rules for the Recordation of Documents; and
- that certain Memorandum of First Amendment to Loan and Security Agreement (the "Amendment"), dated as of April 8, 2009 between Secured Party, East Penn and Middletown & New Jersey Railroad, LLC ("Middletown"), which was recorded with the STB on April 16, 2009 and assigned Recordation Number 27419-B, which Amendment is a secondary document as defined in the STB's Rules for the Recordation of Documents; and



- that certain Assignment of Rents and Lessor's Interest in Leases (the "Assignment") dated as of March 20, 2008 by East Penn, as assignor, to LaSalle Bank, as assignee, which was recorded with the STB on March 24, 2008 and assigned Recordation Number 27419-A, which Assignment is a secondary document as defined in the STB's Rules for the Recordation of Documents; and
- that certain First Amended and Restated Assignment of Rents and Lessor's Interest in Leases ("Amended Assignment") by East Penn and Middletown, as assignors, to Secured Party, as assignee, which Amended Assignment was recorded with the STB on April 16, 2009 and assigned Recordation Number 27419-C.

The name and address of the party to the enclosed Partial Termination is:

Secured Party: Bank of America, N.A.
135 S. LaSalle Street, Suite 900 IL4-135-09-00
Chicago, IL 60603

A description of the locomotive covered by the enclosed Partial Termination is set forth in Schedule 1 to the Partial Termination.

The required recordation fee of \$41.00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Partial Termination and this letter to Susan G. Lichtenfeld at DLA Piper LLP (US), 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Partial Termination and Release of Security Interest dated as of July 7, 2010 by Bank of America, N.A., as successor by merger to LaSalle Bank National Association.

Primary Document to Which the Secondary Document to be Filed Relates

Memorandum of Loan and Security Agreement dated as of March 20, 2008 between LaSalle Bank National Association and East Penn Railroad, LLC, which was recorded with the Surface Transportation Board on March 24, 2008 and assigned recordation number 27419.



Surface Transportation Board
July 9, 2010
Page 3

Secondary Documents to Which the Secondary Document to be Filed Relates

Assignment of Rents and Lessor's Interest in Leases dated as of March 20, 2008 by East Penn Railroad, LLC, as assignor, to LaSalle Bank National Association, as assignee, which was recorded with the Surface Transportation Board on March 24, 2008 and assigned Recordation Number 27419-A.

Memorandum of First Amendment to Loan and Security Agreement dated as of April 8, 2009 between Bank of America, N.A., East Penn Railroad, LLC and Middletown & New Jersey Railroad, LLC, which was recorded with the Surface Transportation Board on April 16, 2009 and assigned Recordation Number 27419-B.

First Amended and Restated Assignment of Rents and Lessor's Interest in Leases by East Penn Railroad, LLC and Middletown & New Jersey Railroad, LLC, as assignors, to Bank of America, N.A., as assignee, which was recorded with the Surface Transportation Board on April 16, 2009 and assigned Recordation Number 27419-C.

Sincerely,

DLA PIPER LLP (US)


Susan G. Lichtenfeld

SGL/rc
Enclosure

JUL 09 '10 -6 16 PM

SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION AND RELEASE

For value received, Bank of America, N.A. ("Secured Party"), as successor my merger to LaSalle Bank National Association ("LaSalle Bank"), only with respect to the railroad locomotive described on Schedule 1 attached hereto (the "Released Locomotive"), terminates and releases any and all rights and interests of Secured Party with respect to the Released Locomotive, including, without limitation, (i) any security interests in the Released Locomotive created pursuant to that certain Loan and Security Agreement dated as of March 20, 2008 (the "Loan Agreement") between LaSalle Bank and East Penn Railroad, LLC ("East Penn"), and that certain related Memorandum of Loan and Security Agreement dated as of March 20, 2008 which was recorded with the Surface Transportation Board on March 24, 2008, under Recordation Number 27419, as such Loan Agreement was amended by that certain First Amendment to the Loan and Security Agreement, dated as of April 1, 2009 between Secured Party, East Penn and Middletown & New Jersey Railroad, LLC ("Middletown"), and that certain related Memorandum of First Amendment to Loan and Security Agreement (the "First Amendment") dated as of April 8, 2009 between Secured Party, East Penn and Middletown which was recorded with the Surface Transportation Board on April 16, 2009, under Recordation Number 27419-B and (ii) any right, title and interest in and to the rents, issues and profits of the Released Locomotive created pursuant to the Assignment of Rents and Lessor's Interest in Leases dated as of March 20, 2008 (the "Assignment") by East Penn, as assignor, to LaSalle Bank, as assignee, which Assignment was recorded with the Surface Transportation Board on March 24, 2008, under Recordation Number 27419-A, as amended and restated by that certain First Amended and Restated Assignment of Rents and Lessor's Interest in Leases ("Amended Assignment") by East Penn and Middletown, as assignors, to Secured Party, as assignee, which Amended Assignment was recorded with the Surface Transportation Board on April 16, 2009, under Recordation Number 27419-C.

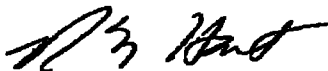
This Partial Termination and Release shall have no effect on the Secured Party's (i) lien and security interest in any railroad equipment and locomotives other than the Released Locomotive and (ii) right, title and interest in and to the rents, issues and profits of. any railroad equipment and locomotives other than the Released Locomotive.

Dated as of July 7, 2010

SECURED PARTY:

I certify that I hold the title set forth below, that this instrument was signed by me on behalf of the Secured Party as its duly authorized officer and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Secured Party. I further declare under penalty of perjury that the foregoing is true and correct.

**BANK OF AMERICA, N.A., AS
SUCCESSOR BY MERGER TO
LASALLE BANK NATIONAL
ASSOCIATION**

By: 

Name: Robert W. Hart

Title: Senior Vice President

SCHEDULE I

RELEASED LOCOMOTIVE

One (1) 50 ton locomotive bearing the following marks and road numbers:

Reporting Mark	Road Number
EPRY	44